

LEWIS & KAPPES

PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

1700 ONE AMERICAN SQUARE
BOX 82053

INDIANAPOLIS, INDIANA 46282-0003
(317) 639-1210

TELECOPIERS
(317) 639-4882
(317) 639-4873

OF COUNSEL
SAMUEL A. FULLER*
KEVIN W. DOGAN
LESLIE DUVALL

*Also admitted in Florida

TED. B. LEWIS
(1919-1991)

†Certified Mediators

Web Site
[Http://www.Lewis-Kappes.com](http://www.Lewis-Kappes.com)

E-Mail Address
Office@Lewis-Kappes.com
GPrice@Lewis-Kappes.com

September 5, 1997

PHILIP S. KAPPEST
DAVID WELKER GRAY
JOHN F. WICKES, JR.
GARY P. PRICEY
STEVEN L. TUCHMANT
THOMAS R. RUGS
C. DUANE O'NEAL
BRETT J. MILLER*
RICHARD T. TRETTON**
TODD A. RICHARDSON***
BETTE J. DODD
PETER S. FRENCH
PAMELA H. SHERWOOD
BRIAN A. STATZ
DONNA HEISER DUBISKY****

*Also admitted in Illinois
**Also admitted in Ohio & Kentucky
***Also admitted in Massachusetts
****Also admitted in Michigan & Kentucky

Personal and Confidential

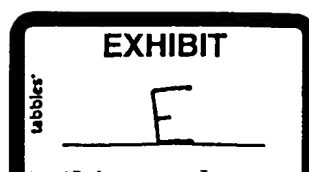
Ralph F. Rothschild
Vice President, Business Affairs
Volt Delta Corp.
1221 Avenue of the Americas
New York, New York 10020

Dear Ralph:

[REDACTED]

[REDACTED]

[REDACTED]



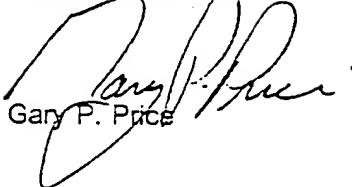
BEST AVAILABLE COPY

Ralph F. Rothschild
September 5, 1997
Page 2

[REDACTED]

Sincerely,

LEWIS & KAPPES


Gary P. Price

GPP:aem
Enclosure
c:\aem\gpp\stuart\roth.4lt

BEST AVAILABLE COPY

LEWIS & KAPPES